

**SHREWSBURY ELECTRIC  
&  
CABLE OPERATIONS**

**COMMISSION MEETING**

**February 28, 2019  
7:00 PM**

**MINUTES**

**PRESENT: R. HOLLAND – Chairman  
M. LEMIEUX  
M. REFOLO  
A. TRIPPI**

**ABSENT: K. MARSHALL**

**OTHERS**

**PRESENT: M. HALE  
M. QUITADAMO  
R. IACCARINO  
J. LAVERTY  
J. MALAVER  
Jon. MALAVER**

- 1. Meeting Called to Order – 7:05 PM**
- 2. Review and Consider Approval – Bill Schedules**

The bill schedules were reviewed and approved.

**3. Review and Consider Approval – Meeting Minutes – December 17, 2018**

*A motion:*

*Accept the December 17, 2018 minutes as presented.*

*Motion made by A. Trippi and seconded by M. Lemieux.*

*Without further discussion, the motion was approved unanimously.*

**4. Review and Consider Approval – Meeting Minutes – January 8, 2019**

*A motion:*

*Accept the January 8, 2019 minutes as presented.*

*Motion made by A. Trippi and seconded by M. Lemieux.*

*Without further discussion, the motion was approved unanimously.*

**5. Review and Consider Approval – December 2018 Electric Cash Statements**

M. Quitadamo presented and reviewed the December 2018 Electric Cash Statements.

- Cash Receipts are \$36,372,658; 8% greater than 2017 and 1.6% less than projected.
- Total Cash Expenditures were \$37,341,209; 18% greater than 2017 and 8% less than projected.
- Total Available Funds were \$13,236,457; 9.5% less than 2017 and 25% greater than projected.

*A motion:*

*Accept the December 2018 Electric Cash Statements as presented.*

*Motion made by M. Lemieux and seconded by A. Trippi.*

*Without further discussion, the motion was approved unanimously.*

**6. Review and Consider Approval – December 2018 Cable Cash Statements**

M. Quitadamo presented and reviewed the December 2018 Cable Cash Statements.

- Cash Receipts were \$21,481,030; 6% greater than 2017 and even with projected.
- Total Cash Expenditures were \$15,792,735; even with 2017 and approximately 5% less than projected.
- Total Available Funds were \$21,391,773; 29% greater than 2017 and 5% greater than projected.

*A motion:*

*Accept the December 2018 Cable Cash Statements as presented.*

*Motion made by A. Trippi and seconded by M. Refolo.*

*Without further discussion, the motion was approved unanimously.*

**7. Review and Consider Approval – Payment in Lieu of Taxes**

M. Hale presented and reviewed his recommendation for the Commission's vote to approve SELCO's Payment in Lieu of Taxes (PILOT) to the Town. The payments are the same as 2017. Also noted is that the payment to SMC is \$443,582, down from \$469,000 last year.

Following a brief discussion, the Commission agreed to vote on three separate motions.

*A motion:*

*SELCO-Electric make an In Lieu of Tax Payment of \$237,569 for the Town's FY 2020.*

*Motion made by R. Holland and seconded by M. Refolo.*

*Without any further discussion, the motion was approved unanimously.*

*A motion:*

*SELCO-Electric make an In Lieu of Tax Payment of \$3,371 for the calendar year 2019; this amount is equal to the interest earned on SELCO's Depreciation Fund.*

*Motion made by R. Holland and seconded by M. Refolo.*

*Without any further discussion, the motion was approved unanimously.*

*A motion:*

*SELCO-Cable make an annual License Fees Payment in the amount of \$800,000 for the Town's FY 2020. Note: SELCO-Cable is also making a \$443,582 payment to SMC.*

*Motion made by R. Holland and seconded by M. Lemieux.*

*Without any further discussion, the motion was approved unanimously.*

**8. Review and Consider Approval – MMWEC POOL Financing**

M. Hale reviewed MMWEC's financing agreement for the construction of SELCO's solar farm and purchase of the natural gas generator. It is now time to permanently finance the projects. SELCO, Ashburnham, Marblehead, Templeton and Wakefield - MMWEC members who utilized the Pool Loan Program (PLP) - will share the issuance costs of the permanent financing.

M. Hale stated that the vote is to authorize the General Manager to sign the Pooled Lease Agreement and the Pooled Loan Agreement upon consultation with counsel.

Following further discussion,

*A motion:*

**Approve votes contained on pages two and three in the document entitled "Confirmation and Ratification of Authorization of Pooled Loan Agreement, Promissory Notes and Pooled Loan Program Lease Agreement":**

**VOTE: For purposes of both: (1) St. 1975, c. 775 §6, which authorizes the Town of Shrewsbury, as a member of MMWEC acting by and through SELCO by vote of the SELCO Commission, to borrow funds from MMWEC to be repaid by SELCO pursuant to the Pooled Loan Program; and (2) the Pooled Loan Program requirements contained in the PLP Lease Agreement and the PLP Loan Agreement, as approved by the Commission on January 8, 2018 and May 30, 2018, the Commission hereby delegates to the General Manager of SELCO:**

**(a) the authority to execute and/or issue any number of changes or additions to the PLP Lease Agreement and/or the Appendices thereto (including but not limited to any number of changes or additions to**

**Attachment 1 to Appendix A and Appendix B for lease payments in various amounts), for any number of purposes and at various times, all as contemplated by and pursuant to the PLP Lease Agreement, without the need for further approval or action by the Commission, including but not limited to the Amended Appendix B required to evidence the refinancing of the PLP Lease Agreement, substantially in the forms of the Amended Attachment 1 to Appendix A and the Amended Appendix B presented to the Commission at this meeting and made a part of the record of this meeting, provided, however, that the Principal Amount of the Lease to be set forth in Attachment 1 to Appendix A and in the Amended Appendix B shall not exceed \$8,000,000.00 and the Interest Rate to be set forth in Attachment 1 to Appendix A and in Schedule 1 to the Amended Appendix B shall not exceed 4.5% and**

**(b) the authority to execute any number of amendments to the PLP Loan Agreement and/or the Appendices thereto (including but not limited to Appendix A (including Attachment 1 to the PLP Loan Agreement) and/or any number of Notes in various amounts, for any number purposes and at various times, all as contemplated by and pursuant to the PLP Loan Agreement, without the need for further approval or action by the Commission, including but not limited to the Amended Attachment 1 to Appendix A and the Note required to evidence the refinancing of the Note executed by SELCO June 1, 2018, substantially in the forms of the Amended Attachment 1 to Appendix A and the Note presented to the Commission at this meeting and made a part of the record of this meeting, provided, however, the Principal Amount of Loan to be set forth in the Amended Attachment 1 to Appendix A and in the Note shall not exceed \$2,600,000.00 and the Interest Rate to be forth in the Amended Attachment 1 to Appendix A and in Schedule 1 of the Note shall not exceed 4.5%.**

**VOTE: The Commission hereby confirms and ratifies the votes taken at the January 8, 2018 and May 30, 2018 Commission meetings with respect to the Pooled Loan Program (“Prior Votes.”)**

**VOTE: The Prior Votes and the votes adopted today provide the authority to the General Manager of SELCO, with the advice of counsel, to execute, accept, deliver or perform obligations for such further documents, or agreements and take any and all further actions, as the General Manager deems reasonable may be required to carry out, give effect to and consummate the PLP Lease Agreement, the PLP Loan Agreement and any and all Notes, without the need for further approval or action by the Commission.**

*Motion made by R. Holland and seconded by A. Trippi.*

*Without further discussion, the motion was approved three (3) in favor, one (1) recused.*

## **9. Review and Consider Approval – Operating Brief**

M. Hale presented and reviewed the Operating Brief:

- Next Generation Solar Program expected to launch in April
- Work continues on developing a pole attachment application, technical guidelines and fee structure for small cell infrastructure.
- Mayhew Seavey, PLM, has been hired to assist in developing a five year financial projection
- SELCO continues to meet with Sterling, Boylston, and West Boylston exploring the possibility of building a fiber trunk interconnecting the different towns.

## **10. Correspondence**

M. Hale presented and reviewed a letter from the Office of the Inspector General entitled “Sick-Leave Policies and Payouts at Municipal Light Plants.”

## **11. Other Business**

- M. Hale requested that the Commission consider whether or not to keep the MLB Network channel which is up for renewal as of March 31, 2019.
- M. Hale presented an update regarding current discussions surrounding SMC.

## **12. Adjourned – 8:13 PM**

*A motion:*

*Adjourn the meeting.*

*Motion made by A. Trippi and seconded by M. Refolo.*

*Without any further discussion, the motion was approved unanimously.*

The next SELCO Commission meeting is scheduled for Monday, March 25, 2019 at 7:00 PM.

Respectfully submitted,



Anthony Trippi, Clerk  
SELCO Commission

**Referenced Documents and Authors**

Commission Meeting Minutes – December 17, 2018 – A. Trippi

Commission Meeting Minutes – January 8, 2019 – A. Trippi

Electric December 2018 Cash Statements - M. Quitadamo

Cable December 2018 Cash Statements - M. Quitadamo

Payment in Lieu of Taxes – M. Hale

MMWEC Pooled Loan Financing – M. Hale

Operating Brief – M. Hale, R. Iaccarino, J. Lavery, J. Covey, J. Pratt, M. Quitadamo,  
G. Onorato, J. Malaver